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December 2, 2011

**VIA E-FILING**

The Honorable Cynthia T. Brown  
Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W., Room 100  
Washington, DC 20423-0001

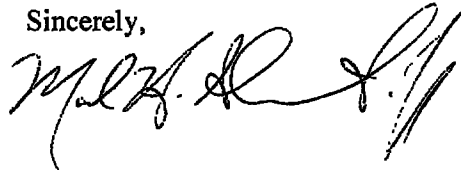
**RE: Abandonment Exemption and Discontinuance of Operations over the Weber Industrial Lead from M.P. 5.8 near Wilson Avenue to M.P. 9.5 near Touhy Avenue, a distance of 3.7 miles in Cook County, Illinois; STB Docket No. AB-33 (Sub-No. 263X)**

Dear Ms. Brown:

Union Pacific Railroad Company ("Union Pacific") has received a request from the Village of Lincolnwood, an Illinois municipal corporation, (the "Village"), seeking to extend the negotiation period covering the issuance of a Certificate or Notice of Interim Trail Use pursuant to 16 U.S.C. § 1247(d) and 49 C.F.R. § 1152.29 for the portion of the Union Pacific's Weber Industrial Lead located in the Village of Lincolnwood between approximately Milepost 8.4 at Devon Avenue to the border with the Village of Skokie, Illinois, at approximately Milepost 9.4 near Touhy Avenue, a distance of approximately 1.0 mile in Cook County, Illinois.

The Union Pacific is willing to extend the negotiation period with the Village concerning the acquisition of the subject property for trail use and supports the Village's request to extend the negotiation period for an additional 180 days to May 31, 2012. A copy of the Village's request for extension is attached hereto as Exhibit "A" and hereby made a part hereof.

Sincerely,



Attachment

cc: Village of Lincolnwood

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# Holland & Knight

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November 29, 2011

***Via Electronic Filing***

Ms. Cynthia Brown  
Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

**Re:    *Union Pacific Railroad Company*  
         *Abandonment of Weber Industrial Lead, Lincolnwood, Illinois*  
         *STB Docket No. AB-33 (Sub-No. 263X)*  
         *Petition for Public Use Condition and Interim Trail Use***

Dear Chief Brown:

The Village of Lincolnwood, Illinois (the "***Village***"), a political subdivision, hereby petitions the Surface Transportation Board for an order extending its Decision and Notice of Interim Trail Use or Abandonment in the above-referenced matter ("***Decision***") for an additional 180 days, through and including May 31, 2012.

On November 25, 2008, the Village filed its Petition for a Public Use Condition as well as an Interim Trail Use Condition ("***Petition***"), rather than an outright abandonment authorization, for that portion of the Weber Industrial Lead located within the corporate boundaries of the Village, extending from approximately Milepost 8.4 near Devon Avenue to approximately Milepost 9.45 near Touhy Avenue. As part of the Petition, the Village filed its Statement of Willingness to Assume Financial Responsibility pursuant to 49 CFR §1152.29.

On December 17, 2008, the Board issued its Decision, providing for a 180-day period for negotiations between the Village, the City of Chicago, and Union Pacific Railroad Company ("***UP***"). The Board has granted five extensions of the time period for negotiations, most recently on June 23, 2011, when the Board issued an order further extending the time period for negotiations an additional 180 days, through and including December 3, 2011.

Since June 2011, the Village has continued its development of plans for the use of the right-of-way for trail and/or other public purposes, all in accordance with the Petition. As noted in the Village's previous extension requests, the Village has been approved for an 80% matching grant from the Congestion Mitigation and Air Quality Improvement Program ("***CMAQ***") to support the proposed purchase, and trail use, of the right-of-way. Since June 2011, the Village has received a second CMAQ grant, to be used specifically for construction of the proposed trail on the right-of-way.

Ms. Cynthia Brown  
Chief, Section of Administration  
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The CMAQ grants are administered by the Illinois Department of Transportation ("**IDOT**"), which requires that grantees follow a specified procedure in order to receive grant funding. In furtherance of that procedure, the Village has accomplished the following since June 2011:

1. The Village has completed a wetlands inventory of the entire right-of-way, which indicated that there are no wetlands on the right-of-way; and

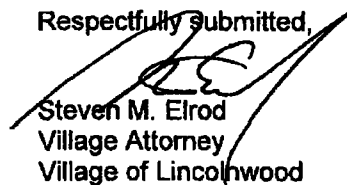
2. The Village received comments from IDOT regarding the Village's Environmental Survey Request, and will incorporate the Request and comments into its final Phase I Preliminary Engineering Report.

The Village continues to work with IDOT and the Federal Highway Administration, and with UP, to produce all necessary plans, obtain all necessary approvals, and complete all required engineering and preparations for the proposed purchase and trail use of the right-of-way. The Village anticipates submission of the final Phase I Preliminary Engineering Report to IDOT in December 2011. However, the Village does not expect IDOT to complete its review of that Report until spring or summer 2012, at which time the Village will be permitted to commence development of detailed construction plans and land acquisition procedures. Thus, the Village is unlikely to complete all pre-acquisition work and plans until after the expiration of the current negotiation period. Accordingly, in order to complete its trail plan to satisfy CMAQ and IDOT requirements, and to continue negotiations with UP to a successful conclusion, the Village requests additional time.

Therefore, the Village respectfully requests that the Board issue an order extending the negotiation period for an additional 180 days, through and including May 31, 2012. In support of its request, the Village renews its Petition and its Statement of Willingness to Assume Financial Responsibility.

By my signature below, I certify service upon Union Pacific Railroad Company, c/o Mack H. Shumate, 101 North Wacker Drive, Room 1920, Chicago, Illinois 60606, and upon the City of Chicago, c/o Mr. Gabe Klein, 30 North LaSalle Street, Suite 1100, Chicago, IL 60602-2570, by U.S. Mail, postage pre-paid, first class, this 29th day of November, 2011.

Respectfully submitted,



Steven M. Elrod  
Village Attorney  
Village of Lincolnwood

SME/ljd  
#10770233\_v1

cc: Village President and Board of Trustees  
Tim Wiberg, Village Administrator  
Janice Hincapie, Village Director of Parks & Recreation